

Exhibit D

November 15, 2021 E-Mail to Shawn Johnson

From: [Sudolsky, Alex](#)
To: [Rosenstein, Ross](#); [Shawn Johnson](#); [Robert Albergotti](#)
Cc: [Califano, Thomas R.](#); [Hoffman, Juliana](#); [Niemann, Matthew \(NON-SIDLEY@HL.COM\)](#); [Jordan, Brad](#); [Persons, Charles M.](#); [Robert Burford](#); [Nate Paul](#); [Sheena Paul](#); [Barbie Lee](#); [Minanov, Alexander](#); [Lenhart, Will](#); [Miller, Jeri Leigh](#)
Subject: RE: November DIP account withdrawals in first week in November
Date: Monday, November 15, 2021 5:19:58 PM
Attachments: [image001.png](#)



Shawn,

Following up on the below, could you please provide the following documents:

- Bank Account Statements:
 - Chase – the closing account statement for the period 10/1/21 – 10/19/21 as well as January 2020 – June 2020 for the account ending 1362
 - KeyBank – all monthly statements for 2019 as well as October 2021
 - PNC – statements for October 2021 for both accounts, January 2020 for #8619 and March 2020 – February 2021 for #1628 as well as an update on resolving HL’s inability to access the accounts
 - CIBM – October 2021 bank statements as well as January 2020 – April 2020 for all accounts
- Schedule of planned disbursements to insiders, Cupertino Builders or to regular vendors if the amount is irregular compared to prior payments
 - Schedule broken out by account including an extra column to indicate whether the payment is to an insider or affiliate
- A list of automatic recurring (weekly or monthly) payments to insiders or to regular vendors if the amount is irregular compared to prior payments
 - Schedule to include frequency, date and amount of last payment, account that paid last payment, proposed account to pay invoices going forward and any other necessary information
 - Schedule to be broken out by accounts
 - *Date, amount and the account from which the prior payment was made is needed to determine if automatic payments going forward are consistent with past. Please provide this information (at a minimum, for any ACHs above \$10k)*

Additionally, please provide the below items, which are necessary for the monthly MOR and/or were previously requested to be provided on a rolling basis:

- Monthly balance sheets for all Debtors for each property
- Monthly income statements (accrual basis and cash basis) for all Debtors for each property (and current TTM)
- Schedule of Accounts Receivable Aging
- Schedule of Postpetition Liabilities Aging
- End-of-month bank statements for all bank accounts (see above)
- End of Month Rent rolls
- End of Month Occupancy statistics
- Monthly Management Summary Report

Please let us know of any questions.

Thanks,
 Alex

Alex Sudolsky
 Financial Restructuring

HOULIHAN LOKEY
 212.497.4288 **Direct**
 646.306.2722 **Mobile**
ASudolsky@HL.com

From: Rosenstein, Ross <RRosenstein@HL.com>
Sent: Friday, November 12, 2021 3:02 PM
To: Shawn Johnson <sjohnson@BURFORDPERRY.COM>; Robert Albergotti <albergottib@gmail.com>
Cc: Califano, Thomas R. <tom.califano@sidley.com>; Hoffman, Juliana <jhoffman@sidley.com>; Niemann, Matthew <MNiemann@HL.com>; Jordan, Brad <BJordan@HL.com>; Persons, Charles M. <cpersons@sidley.com>; Robert Burford <rburford@BURFORDPERRY.COM>; Nate Paul <npaul@world-class.com>; Sheena Paul <spaul@world-class.com>; Barbie Lee <blee@world-class.com>; Sudolsky, Alex <ASudolsky@HL.com>; Minanov, Alexander <AMinanov@HL.com>; Lenhart, Will <WLenhart@HL.com>; Miller, Jeri Leigh <jeri.miller@sidley.com>
Subject: RE: November DIP account withdrawals in first week in November

Shawn,

See below for responses to your questions. Let us know if anything unclear.

Regards,
Ross

Ross Rosenstein

HOULIHAN LOKEY

+1.646.259.7422 **Work**
+1.859.421.5430 **Mobile**
rosenstein@hl.com

From: Shawn Johnson <sjohnson@BURFORDPERRY.COM>

Sent: Thursday, November 11, 2021 12:04 PM

To: Robert Albergottti <albergotttib@gmail.com>; Rosenstein, Ross <RRosenstein@HL.com>

Cc: Califano, Thomas R. <tom.califano@sidley.com>; Hoffman, Juliana <jhoffman@sidley.com>; Niemann, Matthew <MNiemann@HL.com>; Jordan, Brad <BJordan@HL.com>; Persons, Charles M. <cpersons@sidley.com>; Robert Burford <rburford@BURFORDPERRY.COM>; Nate Paul <npaul@world-class.com>; Sheena Paul <spaul@world-class.com>; Barbie Lee <blee@world-class.com>; Sudolsky, Alex <ASudolsky@HL.com>; Minanov, Alexander <AMinanov@HL.com>; Lenhart, Will <WLenhart@HL.com>; Miller, Jeri Leigh <jeri.miller@sidley.com>

Subject: RE: November DIP account withdrawals in first week in November

This message is from an external sender.

Bob and Ross,

Please see below updates/responses in **bold** to the various emails received since our Tuesday offer to set a Zoom call, as well as additional questions to Bob. The below has also been updated to reflect the modified instructions received since the initial email Tuesday. I've also attached a bank account tracker with updates and comments for the status of the bank-account cutover. I think the last two columns are the most relevant for your purposes.

- 1) Finalize Bob's account access – once access info for remaining accounts is sent across we will work with Bob to ensure he can access accounts and revert with any issues

Please see attached banking spreadsheet which addresses account by account what HL/Bob need to do to finalize view access and signatory access. Once you have had a chance to review this, please let us know how we can best facilitate the next steps.

Of urgent note, I understand that when Keybank (the bank for GVS Ohio Holdings II, LLC) was asked to change the accounts for Bob, the bank decided to terminate the banking relationship effective November 15, 2021. A 30-day extension of the termination and preservation of prior records has been requested. We will let you know when we get a response to those requests. It seems clear a new regional/local bank account will need to be opened for all Ohio deposits. Our initial suggestion for the new accounts is Chase, but please advise. We will need to get new account paperwork in process ASAP so that there is no delay in banking.

- Chase – Confirming that Bob and HL now have access to Chase account balances. Please provide the closing account statement for the account ending 1362
- KeyBank – OK with new accounts being opened at Chase or PNC, but prior to closing please send across all monthly statements for 2019
- PNC – Security questions have been set up but still cannot view account information. We received the message "No accounts are assigned to this Operator ID" upon logging into PNC. Please provide bank statements for October
- CIBM – Please provide October bank statements as well as January 2020 – April 2020 for all accounts, which are still outstanding for the historical period
- Trustmark – OK

- 2) By Thursday of every week (starting this week) Barbie should send Bob (cc HL/Sidley) a schedule of planned disbursements **to insiders, Cupertino Builders or to regular vendors if the amount is irregular compared to prior payments** (wires, checks, etc.) for the following week so that Bob can review and approve

- a. The schedule should be broken out by account

- b. A separate schedule should be included for all proposed payments/reimbursements/transfers to insiders or affiliates**

Note: This change is based on Bob's email Monday morning (attached) that future disbursements to unaffiliated regular vendors for amounts approximately similar to prior payments were authorized without further approval. If this has changed, please let me know. If that's the case, we would suggest just one schedule with an extra column to indicate whether the payment is to an insider or affiliate so the outflows are all in one place. The first set of planned invoices will be prepared and sent no later than the morning of Monday, November 15, 2021. Please advise of any issues.

Bob indicated in an email that he "was informed" that Cupertino Builders is an affiliate of GVS or Mr. Paul. It is not. If there is some support for the claim, please send to me.

- 3) By ~~Monday, 11/15~~ **Friday of this week** Barbie to send Bob (cc HL/Sidley) a list of automatic recurring (weekly or monthly) payments to **insiders or to regular vendors if the amount is irregular compared to prior payments. vendors (non-insiders)**
- Schedule to include frequency, date and amount of last payment, account that paid last payment, proposed account to pay invoices going forward and any other necessary information
 - Schedule to be broken out by accounts

Note: This change is based on Bob's email Monday morning (attached) that ACH's can continue unless they are to Nate or any of his companies or family. He also noted that future disbursements to unaffiliated regular vendors for amounts approximately similar to prior payments were authorized without further approval. If this has changed for some reason, please let me know. If that's the case, including the date and amount of last payment and the account from which the last payment was made seems cumbersome. Can we strike that portion of # 3(a) if # 3 is not limited to insiders or affiliates? Also, would HL be able to assist with the list of recurring ACHs based on the prior MORs? That will be primarily utilities.

Date, amount and the account from which the prior payment was made is needed to determine if automatic payments going forward are consistent with past amounts. Please provide this information (at a minimum, for any ACHs above \$10k).

- 4) By Friday of this week send end of October 2021 bank statements for all accounts. **Will send for October and we suggest that once Bob/Houlihan have full view access, we will stop sending and let Bob or Houlihan pull the statements directly.**

OK and please make sure to send the statement for the GVS Texas Holdings Account that was previously used for the waterfall (account number ending 1362) prior new account being opened on 10/19

5) **Sidley Payment**

We received a request to process payment today 11/11, for Sidley Austin. Could you please confirm that the payment is approved to be paid from the lender's cash collateral? Today is Veteran's day, a banking holiday, so the payments will need to be processed tomorrow.

6) **November Cash Collateral**

Has Midland approved the November cash collateral uses? What date does Bob want to process Midland's debt service/reserves? Please advise as to the appropriate budget to be used for November expenses.

Midland has approved the November cash collateral budget and the waterfall is to be funded based on the same as October. Unclear what the question is here on debt service / reserves as Midland funds debt service directly

If additional information is needed as to banking cutover after you have had a chance to review the foregoing and the banking spreadsheet, I would re-propose a Zoom call today between Barbie, Bob, and someone from Houlihan to work through any outstanding bank-cutover issues. I believe this should be more of a business-person meeting, but I am happy to facilitate the Zoom and listen in. Sidley is welcome to have someone listen in as well.

Barbie and GVS continue to work promptly to address the various requests being asked and we again re-urge the setting of a weekly touchpoint so that there can be better communication and coordination among the teams going forward.

Best wishes,

Shawn

Shawn A. Johnson
Associate



Burford Perry, LLP
2 Houston Center | 909 Fannin St., Ste 2630
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(cell) 713-454-9849 | [Website](#) | [Bio](#)

PARTY TO WHOM IT IS ADDRESSED. IF YOU HAVE RECEIVED THIS TRANSMISSION IN ERROR, PLEASE IMMEDIATELY RETURN IT TO THE SENDER. UNINTENDED TRANSMISSION SHALL NOT CONSTITUTE WAIVER OF THE ATTORNEY-CLIENT OR ANY OTHER PRIVILEGE.

From: Shawn Johnson

Sent: Wednesday, November 10, 2021 7:21 PM

To: Rosenstein, Ross <RRosenstein@HL.com>; Miller, Jeri Leigh <jeri.miller@sidley.com>

Cc: Califano, Thomas R. <tom.califano@sidley.com>; Robert Albergotti <albergottib@gmail.com>; Hoffman, Juliana <jhoffman@sidley.com>; Niemann, Matthew <MNiemann@HL.com>; Jordan, Brad <BJordan@HL.com>; Persons, Charles M. <cpersons@sidley.com>; Robert Burford <rburford@BURFORDPERRY.COM>; Nate Paul <npaul@world-class.com>; Sheena Paul <spaul@world-class.com>; Barbie Lee <blee@world-class.com>; Sudolsky, Alex <ASudolsky@HL.com>; Minanov, Alexander <AMinanov@HL.com>; Lenhart, Will <WLenhart@HL.com>

Subject: RE: November DIP account withdrawals in first week in November

Ross,

We are working through some nuances of the proposed process. I will have an update on this early tomorrow morning.

Best wishes,

Shawn

Shawn A. Johnson
Associate



Burford Perry, LLP
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(ph) 713-401-9790 | (fax) 713-993-7739
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From: Rosenstein, Ross <RRosenstein@HL.com>

Sent: Wednesday, November 10, 2021 4:55 PM

To: Miller, Jeri Leigh <jeri.miller@sidley.com>

Cc: Califano, Thomas R. <tom.califano@sidley.com>; Shawn Johnson <sjohnson@BURFORDPERRY.COM>; Robert Albergotti <albergottib@gmail.com>; Hoffman, Juliana <jhoffman@sidley.com>; Niemann, Matthew <MNiemann@HL.com>; Jordan, Brad <BJordan@HL.com>; Persons, Charles M. <cpersons@sidley.com>; Robert Burford <rburford@BURFORDPERRY.COM>; Nate Paul <npaul@world-class.com>; Sheena Paul <spaul@world-class.com>; Barbie Lee <blee@world-class.com>; Sudolsky, Alex <ASudolsky@HL.com>; Minanov, Alexander <AMinanov@HL.com>; Lenhart, Will <WLenhart@HL.com>

Subject: Re: November DIP account withdrawals in first week in November

Shawn -

Following up here. Please advise.

Thank you,

Ross

Ross Rosenstein

HOULIHAN LOKEY

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[+1.859.421.5430](tel:+18594215430)

RRosenstein@HL.com

On Nov 9, 2021, at 17:03, Miller, Jeri Leigh <jeri.miller@sidley.com> wrote:

This message is from an external sender.

Shawn,

Please confirm your agreement with the steps outlined below. We are working on memorializing these in an agreed stipulation, which can be filed with the Court as well.

Thanks,
JERI LEIGH MILLER
Associate

SIDLEY AUSTIN LLP
+1 214 981 3432
jeri.miller@sidley.com

From: Rosenstein, Ross <RRosenstein@HL.com>
Sent: Tuesday, November 9, 2021 9:43 AM
To: Califano, Thomas R. <tom.califano@sidley.com>; Shawn Johnson <sjohnson@BURFORDPERRY.COM>; Robert Albergotti <albergottib@gmail.com>
Cc: Miller, Jeri Leigh <jeri.miller@sidley.com>; Hoffman, Juliana <jhoffman@sidley.com>; Niemann, Matthew (NON-SIDLEY @HL.COM) <mniemann@hl.com>; Jordan, Brad <BJordan@HL.com>; Persons, Charles M. <cpersons@sidley.com>; Robert Burford <rburford@BURFORDPERRY.COM>; Nate Paul <npaul@world-class.com>; Sheena Paul <spaul@world-class.com>; Barbie Lee <blee@world-class.com>; Sudolsky, Alex <ASudolsky@HL.com>; Minanov, Alexander <AMinanov@HL.com>; Lenhart, Will <WLenhart@HL.com>
Subject: RE: November DIP account withdrawals in first week in November

Shawn,

Now that Bob has sent across his license, here are his proposed next steps that should help make the process more efficient:

- 1) Finalize Bob's account access – once access info for remaining accounts is sent across we will work with Bob to ensure he can access accounts and revert with any issues
 - 2) By Thursday of every week (starting this week) Barbie should send Bob (cc HL/Sidley) a schedule of planned disbursements (wires, checks, etc.) for the following week so that Bob can review and approve
 - a. The schedule should be broken out by account
 - b. A separate schedule should be included for all proposed payments/reimbursements/transfers to insiders or affiliates
 - 3) By Friday of this week Barbie to send Bob (cc HL/Sidley) a list of automatic recurring (weekly or monthly) payments to vendors (non-insiders)
 - a. Schedule to include frequency, date and amount of last payment, account that paid last payment, proposed account to pay invoices going forward and any other necessary information
 - b. Schedule to be broken out by accounts
 - 4) By Friday of this week send end of October 2021 bank statements for all accounts

Hopefully this will ameliorate any near-term account access issues. Please let us know if this works or if you have suggestions/edits.

Thank you,
Ross

Ross Rosenstein

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rossenstein@hl.com

From: Califano, Thomas R. <tom.califano@sidley.com>
Sent: Monday, November 8, 2021 11:11 PM
To: Shawn Johnson <sjohnson@BURFORDPERRY.COM>; Robert Albergotti <albergottib@gmail.com>
Cc: Rosenstein, Ross <RRosenstein@HL.com>; Miller, Jeri Leigh <jeri.miller@sidley.com>; Hoffman, Juliana <jhoffman@sidley.com>; Niemann, Matthew <MNiemann@HL.com>; Jordan, Brad <BJordan@HL.com>; Robert Burford <rburford@BURFORDPERRY.COM>; Nate Paul <npaul@world-class.com>; Sheena Paul <spaul@world-class.com>; Barbie Lee <blee@world-class.com>; Sudolsky, Alex <ASudolsky@HL.com>; Minanov, Alexander <AMinanov@HL.com>; Lenhart, Will <WLenhart@HL.com>
Subject: RE: November DIP account withdrawals in first week in November

This message is from an external sender.

Shawn-

Counsel will talk in the morning. Your proposal is not acceptable. Let me know when you and Bob Burford are available. Everything will go through me for the time being.

Thank you

Sent with BlackBerry Work
(www.blackberry.com)

From: Shawn Johnson <sjohnson@BURFORDPERRY.COM>
Date: Monday, Nov 08, 2021, 9:16 PM
To: Robert Albergotti <albergottib@gmail.com>
Cc: Ross Rosenstein <rrosenstein@hl.com>, Miller, Jeri Leigh <jeri.miller@sidley.com>, Hoffman, Juliana <jhoffman@sidley.com>, Niemann, Matthew (NON-SIDLEY @HL.COM) <mniemann@hl.com>, Brad Jordan <bjordan@hl.com>, Califano, Thomas R. <tom.califano@sidley.com>, Robert Burford <rburford@BURFORDPERRY.COM>, Nate Paul <npaul@world-class.com>, Sheena Paul <spaul@world-class.com>, Barbie Lee <blee@world-class.com>, Sudolsky, Alex <ASudolsky@HL.com>, Minanov, Alexander <AMinanov@HL.com>, wlenhart@hl.com <wlenhart@hl.com>
Subject: RE: November DIP account withdrawals in first week in November

Bob,

I appreciate your email. I think a Zoom meeting tomorrow would be helpful to resolve bank-account cutover. It seems like something has been getting lost in translation in emails---for example, a copy of your driver's license is required per Barbie's email below (not just your driver's license number). A Zoom meeting is a more efficient way to get this taken care of, hopefully in one session. Will you give me a time tomorrow afternoon that you can block off up to two hours for a Zoom meeting so that we can work through online access and signatory authority? Zoom would be better than a phone call because we can have you share your screen to work through the diagnosis and cure together. Perhaps the Hoolihan folks needing access can join as well?

If time permits, we can also discuss next steps and process going forward. I suspect that the bulk of our time will be focused on banking.

We also propose a standing weekly touchpoint Zoom meeting on a go-forward basis so we can work through action items like bank-account cutover.

Best wishes,

Shawn

Shawn A. Johnson
Associate
<image001.png>

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From: Robert Albergotti <albergottib@gmail.com>
Sent: Monday, November 8, 2021 1:27 PM
To: Barbie Lee <blee@world-class.com>
Cc: Ross Rosenstein <rrosenstein@hl.com>; Miller, Jeri Leigh <jeri.miller@sidley.com>; Juliana Hoffman <jhoffman@sidley.com>; Matthew Niemann <MNIemann@HL.com>; Brad Jordan <bjordan@hl.com>; Thomas Califano Esq. <tom.califano@sidley.com>; Robert Burford <rburford@BURFORDPERRY.COM>; Shawn Johnson <sjohnson@BURFORDPERRY.COM>; Nate Paul <npaul@world-class.com>; Sheena Paul <spaul@world-class.com>
Subject: Re: November DIP account withdrawals in first week in November

All ACH's should continue unless they are to Nate or any of his companies or family. Also, if near term future disbursements

are to regular vendors (who are not affiliated with Nate or his companies) and in approximately similar amounts to prior payments you are authorized to pay them without any further approval from me. If feasible, I'd like to be in a position in the next few days to see each day's planned check/wire run, before the checks and wires go out. Also, it appears that payroll for all or part of November has already been sent to the management company. I do not want to interfere with the management company employees being paid so if there is another November payroll that needs to be sent to management company just tell me the amount and the pay period for which it applies.

Why was the management fee paid to World Class rather than to the management company. I believe in each of the prior periods, the management fee was paid to GVS LLC.

Account access is one of my highest priorities; and one of the main reasons I wanted to have a call with you today was to discuss my and Houlihan's difficulty accessing bank accounts and statements.

Houlihan and I can only access (i) the Chase DIP account and do not have any historical access to that account (i.e., from June 17 to roughly late October 2021); and (2) the Trustmark Acct for the Mississippi locations. Neither I nor Houlihan can get into any of the Key Bank, PNC or CIBM accounts. I did get information from the Burford firm that all the local account balances (less amounts to keep the accounts open) were swept into the Chase account at the end of October. Please confirm that the swept amount was transferred to the Lock Box.

I want to arrange complete and unfiltered access to all of GVS bank accounts and records and I do not think this can be done efficiently by exchanging emails. So let's try to have a call late today or first thing tomorrow to work on getting that access set up and to discuss next steps and process going forward.

My DL is .

Please let me know your availability later today, after 4 pm ET or early tomorrow.

On Nov 8, 2021, at 1:44 PM, Barbie Lee <blee@world-class.com> wrote:

Bob,

The \$148K disbursement was for GVS Payroll, and the \$96K wire was for the Management Fee. Both of these are in the approved cash collateral budget. I understand that after Friday no disbursements are to go out without your approval (even if in Cash Collateral Budget). As a practical matter, utilities will continue to be processed through ACH to keep the lights on (please confirm you are OK with the same), but we can develop a protocol for other payments going forward.

As a reminder I still need your driver's license that counsel has been requesting to complete the setup for you of bank accounts. Please advise which accounts you are still unable to access with the passwords provided specific to you.

Thank you,
Barbie

Barbie Lee | Vice President, Accounting
WORLD CLASS
[814 Lavaca Street | Austin, TX 78701](https://www.world-class.com)
T [512.615.0906](tel:512.615.0906) | F [512.322.9238](tel:512.322.9238)
blee@world-class.com | www.world-class.com

From: Robert Albergottti <albergotttib@gmail.com>
Sent: Sunday, November 7, 2021 5:12 PM
To: Barbie Lee <blee@world-class.com>
Cc: Rosenstein, Ross <rosenstein@hl.com>; Miller, Jeri Leigh <jeri.miller@sidley.com>; Hoffman, Juliana <jhoffman@sidley.com>; Matthew Niemann <MNiemann@HL.com>; Jordan, Brad <bjordan@hl.com>; Thomas Califano Esq. <tom.califano@sidley.com>
Subject: November DIP account withdrawals in first week in November

The Chase DIP account had a few withdrawals during the first week of November - one of which is a \$96k wire transfer to World Class Holdings (not GVS manager). GVS Manager separately received a \$148k wire transfer. Please provide detail on those disbursements.

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immediately.

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